

**ARTICLES OF INCORPORATION**  
**OF**  
**SELF DEVELOPMENT SCOTTSDALE ACADEMY**

The undersigned, acting as incorporator of a nonprofit corporation under the Arizona Nonprofit Corporation Act ("ANCA"), Arizona Revised Statutes Sections 10-3101 through 10-11702, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**NAME**

The name of the corporation is "Self Development Scottsdale Academy." The corporation is hereafter referred to as the "Corporation."

**ARTICLE II**  
**PURPOSE AND CHARACTER OF AFFAIRS**

The Corporation is organized and shall be operated exclusively for charitable, educational, scientific, and literary purposes within the meaning of I.R.C. § 501(c)(3). These purposes shall include, but not be limited to, administering property donated to the corporation for charitable, educational, scientific, and literary purposes; distributing donated property and the income from the property to qualified organizations for charitable, educational, scientific, and literary purposes; and developing and operating public charter schools. The character of affairs of the corporation will be to operate and support public charter schools. The Corporation may carry out its purposes directly or by making gifts, grants or other payments to other qualifying organizations. In these Articles, the term "I.R.C." means the Internal Revenue Code of 1986 and references to provisions thereof are to such provisions as they are from time to time amended and to corresponding provisions of any future United States Internal Revenue Law.

**ARTICLE III**  
**ACTIVITIES AND RESTRICTIONS**

Section 1. No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual or officer or Director of the Corporation.

Section 2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, unless by appropriate election a greater part is permitted without jeopardizing the Corporation's exemption under I.R.C. § 501(c)(3). The Corporation shall neither participate in, nor intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office, including the publishing or distribution of any statements.

Section 3. No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or Director of the Corporation; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, which are necessary to carrying out the exempt purposes of the Corporation.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under I.R.C. § 501(c)(3) or by a Corporation contributions to which are deductible under I.R.C. Section 170(c)(2).

#### **ARTICLE IV MEMBERS**

The Corporation shall have no members.

#### **ARTICLE V BOARD OF DIRECTORS**

Section 1. The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the ANCA. The terms of office, qualifications and method of election of the directors shall be as specified in the Bylaws.

Section 2. The number of directors constituting the initial Board of Directors shall be four (4). The names and addresses of the initial directors are:

Asif Majeed  
1709 N. Greenfield Road  
Mesa, AZ 85205

Anjum Majeed  
1709 N. Greenfield Road  
Mesa, AZ 85205

Vernetta Madsen  
1709 N. Greenfield Road  
Mesa, AZ 85205

Rachel Hunt  
1709 N. Greenfield Road  
Mesa, AZ 85205

**ARTICLE VI  
INCORPORATOR**

The name and address of the incorporator is:

Asif Majeed  
1709 N. Greenfield Road  
Mesa, AZ 85205

**ARTICLE VII  
AMENDMENT**

These Articles of Incorporation may be amended by vote of a majority (51%) of the Board at a meeting at which a quorum is present, provided that no amendment shall substantially change the original purposes of the Corporation.

**ARTICLE VIII  
DISSOLUTION**

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively to one or more organizations then described in I.R.C. § 170(c)(2), 501(c)(3), 2055(a)(2), and 2522(a)(2) having purposes substantially similar to those of the Corporation (except that no private foundation as defined by I.R.C. Section 509(a) shall be a recipient) or to one or more units or agencies of federal, state or local government to be used exclusively for public purposes, as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed to one or more of such organizations as determined by the Superior Court of the county in which the principal office of the Corporation is then located.

**ARTICLE IX  
PRINCIPAL OFFICE; REGISTERED OFFICE; REGISTERED AGENT**

The mailing and street address of both the principal office is 1709 N. Greenfield Road, Mesa, Arizona 85205. The mailing and street address of the registered office is 2307 S. Rural Road, Tempe, Arizona 85282 and the registered agent at such address CLG Services, LLC.


**ARTICLE X  
DIRECTOR LIABILITY**

To the fullest extent permitted by the ANCA as the same exist or may be hereafter amended, no Director of the Corporation shall be liable to the Corporation for monetary damages for any action taken or any failure to take any action as a Director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or failure to act of a Director of the Corporation occurring prior to such repeal, amendment or modification.

**ARTICLE XI  
INDEMNIFICATION**

The Corporation shall, to the fullest extent permitted or required by Sections 10-3850 to 10-3858, inclusive, of the ANCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its current and former Directors, Officers, and agents against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Corporation; provided, however, that the Corporation's obligation of indemnification shall be conditioned upon its receipt of prompt written notice of the threat or filing of an action, suit or proceeding as to which rights of indemnification are sought. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, vote of the Members, the ANCA or otherwise. All capitalized terms used in this section and not otherwise defined herein shall have the meaning set forth in Section 10-3850 of the ANCA.

DATED: June 29, 2017.

  
\_\_\_\_\_  
Asif Majeed, Incorporator

**CONSENT OF STATUTORY AGENT**


**OF**

**SELF DEVELOPMENT SCOTTSDALE ACADEMY**

The undersigned, having been named in the Articles of Incorporation of Self Development Scottsdale Academy as its agent for service of process for the State of Arizona, hereby confirms that it has been notified of the appointment and that it accepts the appointment.

DATED: June 29, 2017.

**CLG SERVICES, LLC.**

  
\_\_\_\_\_

Ellis Carter, Manager

**CERTIFICATE OF DISCLOSURE***Read the Instructions C003i***1. ENTITY NAME** – give the exact name of the corporation in Arizona:

Self Development Scottsdale Academy

**2. A.C.C. FILE NUMBER** (if already incorporated or registered in AZ): N/AFind the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>**3. Check only one of the following to indicate the type of Certificate:**

- Initial (accompanies formation or registration documents)
- Annual (credit unions and loan companies only)
- Supplemental to COD filed \_\_\_\_\_ (supplements a previously-filed Certificate of Disclosure)

**4. FELONY/JUDGMENT QUESTIONS:**

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

<b>4.1</b>	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>4.2</b>	Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>4.3</b>	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: <ul style="list-style-type: none"> <li>a. The violation of fraud or registration provisions of the securities laws of that jurisdiction;</li> <li>b. The violation of the consumer fraud laws of that jurisdiction;</li> <li>c. The violation of the antitrust or restraint of trade laws of that jurisdiction?</li> </ul>	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>4.4</b>	If any of the answers to numbers 4.1, 4.2, or 4.3 are <b>YES</b> , you <b>MUST</b> complete and attach a <u>Certificate of Disclosure Felony/Judgment Attachment</u> form C004.		

<b>5. BANKRUPTCY QUESTION:</b>		
<b>5.1</b> Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in <b>any other corporation</b> (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>5.2</b> If the answer to number 5.1 is <b>YES</b> , you <b>MUST</b> complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.		

**IMPORTANT:** If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a SUPPLEMENTAL Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

<b>SIGNATURE REQUIREMENTS:</b>	
Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an <u>Incorporator Attachment</u> form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

**Asif Majeed**  
Name

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Address 1  
**1709 N GREENFIELD ROAD**

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Address 2  
**MESA**                      **AZ**                      **85205**

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City                      **UNITED STATES**                      State                      Zip

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Country

**SIGNATURE - see Instructions C003i:**

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

*Asif Majeed*  
Signature

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**Asif Majeed**                      **6/29/17**  
Printed Name                      Date

- REQUIRED - check only one:**
- Incorporator** - I am an incorporator of the corporation submitting this Certificate.
  - Officer** - I am an officer of the corporation submitting this Certificate
  - Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
  - Director** - I am a Director of the credit union or loan company submitting this Certificate.

Name

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Address 1

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Address 2

---

City                      State                      Zip

---

Country

**SIGNATURE - see Instructions C003i:**

By checking the box marked "I accept" below, I acknowledge under penalty of perjury that this document together with any attachments is submitted in compliance with Arizona law.

I ACCEPT

Signature

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Printed Name                      Date

- REQUIRED - check only one:**
- Incorporator** - I am an incorporator of the corporation submitting this Certificate.
  - Officer** - I am an officer of the corporation submitting this Certificate
  - Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
  - Director** - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None (regular processing) Expedited processing - add \$35.00 to filing fee. All fees are nonrefundable - see Instructions.	Mall: Arizona Corporation Commission - Corporate Filings Section 1300 W. Washington St., Phoenix, Arizona 85007 Fax: 602-542-4100
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Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.  
All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.  
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

**BYLAWS**  
**OF**  
**SELF DEVELOPMENT SCOTTSDALE ACADEMY**

**ARTICLE I**  
**NAME; OFFICES; AGENTS**

Section 1. Name. The name of this Corporation is “Self Development Scottsdale Academy” (“School”).

Section 2. Principal Office. The School may have such offices, either within or without the State of Arizona, as may be designated from time to time by resolution of the Board of Directors, one of which may be designated as the principal office.

Section 3. Registered Office and Registered Agent. The School shall maintain a registered office and registered agent in the State of Arizona. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the Arizona Corporation Commission pursuant to the provisions of the Arizona Nonprofit Corporation Act (the “ANCA”).

**ARTICLE II**  
**BOARD OF DIRECTORS**

Section 1. General Powers. The affairs of the School shall be managed by its Board of Directors (the “Board”).

Section 2. Number and Qualifications of Directors.

(a) Number. The number of Directors shall be as determined by the Board from time to time and shall serve for the term provided in Section 4 of this Article.

(b) Qualifications. Directors must be more than 18 years of age. Each Director must pass a background check, or other regulatory inquiries, as required by State law, federal law or other governmental agencies having proper regulatory authority over the affairs of the School or its activities, as amended from time to time, which shall include as a minimum, a fingerprint check showing no criminal record exists which could adversely affect the School or its operation. Directors must, in the opinion of the Board, possess experience and qualifications that further the Board’s commitment to the educational and operational purposes of the School.

(c) Ex Officio Director. Both the President and the Vice President of the School shall be ex officio Directors with voting rights. The ex officio Directors shall be included in the total number of Directors authorized in subsection (a) above.



Section 3. Election of Directors.

(a) Initial Directors. The initial Directors named in the Articles of Incorporation, organizational meeting minutes, or consents in lieu of the organizational meeting shall serve until the first annual meeting of the Board.

(b) Successor Directors. Successor Directors, other than any ex officio Directors who shall serve as directors automatically by virtue of their office, shall be elected by the affirmative vote of a majority (51%) of the Directors then in office at the annual meeting of the Board in the year a vacancy will occur.

Section 4. Term of Office. Directors, other than the ex-officio Directors, shall be classified with respect to the time for which they shall hold office by dividing them into three (3) classes, each class to consist of, as nearly as possible, an equal number of Directors. The Directors of the first class shall hold office for an initial term of one (1) year, the Directors of the second class for an initial term of two (2) years, and the directors of the third class for an initial term of three (3) years. At the close of each annual meeting of this School, the successors to the class of Directors whose terms expire that year shall commence to hold office for a term of two (2) years, or until their successors have been elected and qualified. In the event of an increase in the number of Directors, the remaining Directors shall assign the newly created Directorship(s) to the appropriate class or classes so that the three (3) classes shall continue to consist of, as nearly as possible, an equal number of directors. There is no limit on the number of terms a Director may serve.

Section 5. Compensation. Directors of the School shall not receive compensation for serving as Directors, but may receive reasonable compensation for other professional services rendered which are necessary to carrying out the exempt purposes of the School. In addition, Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided such reimbursement is authorized by the Board. Compensation and reimbursement decisions shall be made in compliance with the School's Conflict of Interest Policy and Travel and Expense Reimbursement Policy.

Section 6. Resignation. A Director may resign at any time by filing a written resignation with the President or the Secretary of the School.

Section 7. Removal. A Director may be removed from office with or without cause by the vote of a majority (51%) of the other Directors of this School either at a regular meeting or at any special meeting called for that purpose.

Section 8. Vacancies. In the event a vacancy occurs in the Board from any cause, including an increase in the number of Directors, the Directors may fill the position at any regular meeting or at any special meeting called for the purpose of electing a director; provided, however, that for the purpose of counting term limits, the newly elected director's term will be counted as beginning on the date of the first annual meeting following his or her election.

### **ARTICLE III MEETINGS OF THE BOARD**

Section 1. Place of Meetings. All meetings shall be held at a location compliant with Arizona Open Meeting Law which may include the principal office of the School or any other place sufficient to accommodate all interested persons and located within a reasonable distance from the School.

Section 2. Annual Meeting. The annual meeting of the Board shall be held at such time and place as the President determines as set forth in the notice given, or waiver signed, with respect to such meeting. At the annual meeting, the incumbent Directors shall elect new Directors to fill any vacancies on the Board, who shall then elect officers and transact such other business as may be properly brought before the meeting. If for any reason any annual meeting is not held during the time period set forth above, a deferred annual meeting may thereafter be called and held in lieu thereof.

Section 3. Regular Meetings. The Board may provide by resolution for regular or stated meetings of the Board to be held at a fixed time and place provided notice of all such meetings are posted in accordance with Arizona Open Meeting Law.

Section 4. Special Meetings. Special meetings of the Board may be held at any time and for any purpose or purposes, unless otherwise prescribed by the ANCA or Arizona Open Meeting Law, on call of the President or Secretary, and shall be called by the Secretary on the written request of any twenty (20%) of the Directors.

Section 5. Notice and Waiver of Notice.

(a) Open Meeting Law. All official actions and deliberations of the Board shall take place at a meeting open to the public in compliance with Arizona Open Meeting Law, ARS 38-431 through 38-431.09 (the "Arizona Open Meeting Law"), for so long as Arizona Open Meeting Law applies to charter schools such as the School, except in cases where and to the extent, Arizona Open Meeting Law authorizes the Board to meet in executive session.

(b) Public Notice of Meetings. Public notice, including both permanent and recurring notices, of all meetings of the Board and of all committees and executive sessions authorized by the Board shall be given pursuant to and as required by Arizona Open Meeting Law.

(c) Recurring Notice. Recurring Notice shall either include the meeting's agenda or directions on how to acquire the meeting's agenda. The agenda shall include the date, time, place, purpose and business to be transacted at the meeting. If the Board is to enter executive session, the agenda shall state such along with the legal justification for entering executive session. Such notice shall be made publicly available and delivered to each Director at least twenty-four (24) hours prior to the meeting and shall be in accordance with the School's permanent notice. In the event of an actual emergency as considered by Arizona Open Meeting Law, the School will post notice of the meeting as soon as possible under the circumstances, but no later than twenty-four (24) hours after the meeting.

(d) Methods of Giving Notice. Notice of any meeting of Directors, and any other notice required to be given under these Bylaws, the ANCA, or Arizona Open Meeting Law shall be posted on the school's website, physically posted in a publicly accessible space, and may additionally be communicated through locally circulated publications, in person, by telephone, e-mail, facsimile or other form of wire or wireless communication, or by mail or private carrier.

Section 6. Appearing by Telephone or Other Communication Technology. Any or all Directors may participate in a regular or special meeting or in a committee meeting of the Board through the use of the telephone or any other means of communication by which all participating Directors and the public present may simultaneously hear each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

Section 7. Quorum. A majority (51%) of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. The Board shall not discuss, deliberate, propose, or take any action with less than a quorum of Directors present. If less than a quorum is present when a meeting is convened, or if a quorum is lost due to the departure of one or more directors, the meeting is automatically adjourned.

Section 8. Manner of Acting. At any meeting of the Board, every Director entitled to vote shall have one vote. The act of fifty-one percent (51%) of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the ANCA, or the Articles of Incorporation or Bylaws of the School.

Section 9. Presumption of Assent. A Director of the School who is present at a meeting of the Board, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the School immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 10. Minutes. Written minutes of the business conducted at meetings of the Board shall be kept and retained at the School's principal office, held open for inspection by any director at all reasonable times, and made publicly available in accordance with Arizona Open Meeting Law.

Section 11. Director Deadlock. In the event the Board votes are deadlocked, but only if so required by the written request of any director delivered to the President, the Board shall, within thirty (30) days after receipt of such written request, appoint a mutually-agreed upon neutral mediator to aid the Board in facilitating the decision-making process. If, after appointing the mediator, the deadlock persists for a period not to exceed 60 days after the original deadlock vote, the Board shall, within ten (10) days thereafter, agree upon a neutral, qualified arbitrator who shall have the authority to issue a decision on the issue upon which the Board is deadlocked such decision shall be binding on the School and on each Director.

## **ARTICLE IV OFFICERS**

Section 1. Number. The principal officers of the School shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the Board. The Board may elect such other officers and assistant officers and agents as may be deemed necessary. The same individual may simultaneously hold more than one office. Both the President and the Vice President shall be ex officio voting members of the Board of Directors.

Section 2. Election and Term of Office. The officers of the School shall hold office until a qualified successor is elected upon that officer's death, or until that officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Resignation. Any officer may resign at any time by delivering written notice to the President, the Secretary, or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by an affirmative vote of two-thirds (2/3) of the Board of Directors eligible to vote at that time, whenever in its judgment the best interests of the School will be served thereby; such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. The President. The President shall be the principal executive officer of the School and, subject to the oversight of the Board of Directors, shall in general supervise and control all of the business and affairs of the School including but not limited to the development and implementation of curriculum, assessments, and teacher evaluation and development. The President shall call and preside at all meetings of the Board of Directors and shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the School as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. In general, the President shall perform all duties incident to that office, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. The Vice President. In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. The Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are

duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the School if one is authorized by the Board of Directors, in which case the Secretary shall see that the seal of the School is affixed to all documents the execution of which on behalf of the School under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9. The Treasurer. The Treasurer shall: (a) oversee the development and observation of the organization's financial policies, budgeting, reporting to the Board and serve as Chair of the Finance Committee; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board.

Section 10. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

Section 11. Compensation. Officers of the School, other than the President and Vice President, shall not receive compensation for serving as officers, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the School. In addition, officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors. Compensation and reimbursement decisions shall be made in compliance with the School's Conflict of Interest Policy and Travel and Expense Reimbursement Policy.

## **ARTICLE V CONFLICT OF INTEREST**

Section 1. Conflict of Interest Procedure. Each Director, Officer, key employee, and member of a committee or subcommittee of the Board with Board-delegated powers, on behalf of the School, shall conduct him or herself in a manner consistent with the School's Conflict of Interest Policy as may be amended by the Board from time to time.

Section 2. Disclosure of Conflicts. Each Director, Officer, key employee, and member of a committee or subcommittee of the Board with Board-delegated powers shall annually complete and sign the form of the School's Annual Conflict of Interest Acknowledgment Statement as may be amended by the Board from time to time.

## **ARTICLE VI COMMITTEES**

Section 1. Board Committees. The Board by resolution may create one or more standing or ad hoc committees having such powers as are then permitted by the ANCA and as are specified

in the resolution. Committees may consist of one or more Directors of the School. Meetings of the Board Committees shall always be held in compliance with Arizona Open Meeting Law.

Section 2. Powers Reserved to the Board. Any committee, to the extent provided in the resolution of the Board, shall have and may exercise any of the powers and authority of the Board, except that no committee shall have any power or authority as to the following: (i) the filling of vacancies on the Board or any committee with Board delegated powers; (ii) the adoption, amendment or repeal of the Bylaws; (iii) the fixing of compensation of the Directors; (iv) the amendment or repeal of any resolution of the Board; or (v) action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

Section 3. Participation by Non-Directors. A person who is not a Director may be appointed to any Board committee; provided, however, such non-Director shall have no right to vote on any question that would create a binding obligation of the School.

Section 4. Removal; Authority of the Board. The Board may remove any member of a committee, or may dissolve such a committee, at any time, with or without cause. Any committee action is subject to amendment, modification, or repeal at the next annual or regular meeting of the Board.

Section 5. Term. Except for committees for which the Board has, by resolution, adopted different rules, each member of a committee shall continue as such until the next annual meeting of the School, unless the Board removes the member or terminates the Committee. Committee members may serve consecutive terms without limitation.

Section 6. Committee Rules. Each committee may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure that are consistent with the Articles, the Bylaws, and Board applicable resolutions.

## **ARTICLE VII INDEMNIFICATION**

The School shall, to the fullest extent permitted or required by Sections 10-3850 to 10-3858, inclusive, of the ANCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the School to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the School. The School may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses to which such Director or Officer may be entitled under any written agreement, Board resolution, the ANCA or otherwise. All capitalized terms used in this Article and not otherwise defined herein shall have the meaning set forth in Section 10-3850 of the ANCA.

**ARTICLE VIII  
SCHOOL POLICY COUNCIL**

The President may convene an advisory group known as the School Policy Council (“Council”) consisting of non-directors selected by the President from time to time. The members of the Council may include individuals with education and business backgrounds as well as parents or guardians of current or former students. The Council will consult with and advise the President on educational, student, extra-curricular, instructional, administrative, and other issues facing the School. The Council shall not have the authority to set policy or to bind the School and shall not advise the Board.

**ARTICLE IX  
MISCELLANEOUS**

Section 1. Fiscal Year. The fiscal year of the School shall end on the last day of June of each year.

Section 2. Books and Records. The School shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director and each Officer; and such other records as may be necessary, advisable or required by the Records Retention and Disposition for Arizona School Districts or the State Public Records Law (A.R.S. Sections 39-121 through 30-122), for so long as such laws and regulations apply to charter schools. All books and records of the School may be inspected, for any proper purpose at any reasonable time, by: (i) any Director; (ii) the agent or attorney of such Director; and (iii) as otherwise required by law.

Section 3. Corporate Acts. The President and the Vice President shall have authority to sign, execute and acknowledge on behalf of the School, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the School’s regular business, or which shall be authorized by resolution of the Board of Directors. Except as otherwise provided by the ANCA or directed by the Board of Directors, the President may authorize in writing any officer or agent of the School to sign, execute and acknowledge such documents and instruments in his or her place and stead. The Secretary of the School is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board of Directors of the School, provided, however, that an attestation is not required to enable a document to be an act of the School.

Section 4. Loans. No monies shall be borrowed on behalf of the School and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5. Deposits. All funds of the School, not otherwise employed, shall be deposited from time to time to the credit of the School in such banks, investment firms or other depositories as the Board of Directors may select.

**ARTICLE X  
PROHIBITION AGAINST DISCRIMINATION**

The School shall not discriminate on the basis of race, sex, age, national or ethnic origin or religion in the administration of its educational policies, admissions policies, athletic or other school-administered programs or employment policies.

**ARTICLE XI  
AMENDMENTS**

Section 1. By the Directors. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the vote of two-thirds (2/3) of the Directors then in office at any regular or special meeting thereof.

Section 2. Implied Amendment. Any action taken or authorized by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of Directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

\*\*\*\*\*

Certified a true and correct copy of the Bylaws adopted on the 29<sup>th</sup> day of June 2017, by the Board of Directors of Self Development Scottsdale Academy.

  
Asif Majeed, Secretary



**From:** Daniel Cobin <[Daniel.Cobin@asbcs.az.gov](mailto:Daniel.Cobin@asbcs.az.gov)>

**Date:** June 22, 2017 at 12:00:11 PM MST

**To:** anjum majeed <[anjumajeed@yahoo.com](mailto:anjumajeed@yahoo.com)>

**Subject:** Self Development Charter School, Inc. dba Self Development Academy  
Replication Eligibility

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[endif] **Arizona State Board for Charter  
Schools** *Physical*

*Address:*

West Adams Street, Ste. 170  
Phoenix, AZ 85007  
AZ 85009  
(602) 364-3080

*Mailing Address:* 1616  
P.O. Box 18328  
Phoenix,

June 22, 2017

Self Development Charter School, Inc. dba Self Development  
Academy  
Anjum Majeed, Charter Representative  
1709 North Greenfield Road  
Mesa, AZ 85205

Sent via email: [anjumajeed@yahoo.com](mailto:anjumajeed@yahoo.com)

Re: Replication Eligibility—Self Development Charter School, Inc. dba  
Self Development Academy —Entity ID 79072

Dear Charter Representative,

Thank you for your interest in the Arizona State Board for Charter  
Schools' ("Board") replication application. On June 20, Self  
Development Charter School, Inc. dba Self Development Academy  
submitted a Replication Eligibility form requesting to participate in the  
replication application process. Staff has processed the request in  
accordance with Rule by confirming eligibility, including academic  
performance and an operational compliance check of the Charter

Holder requesting replication, as well as the Charter Holder's associated schools.

It has been determined that Self Development Charter School, Inc. dba Self Development Academy is **eligible** to participate in the replication process. At this time, you are encouraged to review the guidelines and instructions on the Board's website at <https://asbcs.az.gov/applicant-resources/replication>. The Charter Holder may submit a replication application until the eligibility expires on June 30, 2017, at the end of the current fiscal year.

The Replication Application will be submitted electronically through the ASBCS Online system. Access the Replication Application form online as follows:

- [if !supportLists]• [endif]Log into ASBCS Online as the Charter Representative.
- [if !supportLists]• [endif]Select the "School(s)" link under the Charter Holder heading.
- [if !supportLists]• [endif]Choose a school name if your charter has more than one school.
- [if !supportLists]• [endif]Click "Submit Form" under the Charter Holder menu.
- [if !supportLists]• [endif]Click "Replication Application" under the Applications menu.

Based on the fiscal year 2016 audit available at the time of the eligibility confirmation, Self Development Charter School, Inc. dba Self Development Academy **Meets** the Board's Financial Performance Expectations.

Prior to submission of the application, determine if the Charter Holder meets the Board's Financial Performance Expectations based on the *most recent* audit. A dashboard representation of the Charter Holder's financial performance, based upon the indicators and measures adopted by the Board, is available through ASBCS Online.

Instructions for accessing the most current financial dashboard are as follows:

- Go to <http://online.asbcs.az.gov>. Do not log in.
- Under the “Search” option, select “Charter Holders”
- Enter part or all of the charter holder name and click “Search”
- Select the applicable charter holder from the search results
- Select the “Financial Performance” tab

If you have any questions, please feel free to contact Board staff at 602-364-3085.

Sincerely,

Daniel Cobin  
Education Program Manager  
Arizona State Board for Charter Schools  
602-364-3085